NACCO INDUSTRIES INC

Form 5

February 17, 2015

OMB APPROVAL FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box if no longer subject to Section 16.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Form 4 or Form

5 obligations

may continue.

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RANKIN CHLOE O Symbol NACCO INDUSTRIES INC [NC] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify 12/31/2014 below) below) NACCO INDUSTRIES, Member of a Group INC., Â 5875 LANDERBROOK DRIVE, STE. 220

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

MAYFIELD HEIGHTS, OHÂ 44124

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common	12/26/2014	Â	G	Amount 51	(D)	Price \$ 0 (1)	25,768	I	By Spouse/Trust
Stock Class A Common Stock	12/12/2014	Â	G	173	D	\$ 0 (1)	2,360	I	By Trust (3)
Class A Common	12/26/2014	Â	G	18	D	\$ 0 (1)	25,768	I	By Spouse/Trust

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Stock									(2)
Class A Common Stock	12/26/2014	Â	G	657	D	\$ 0 (1)	25,768	I	By Spouse/Trust
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	10,399	I	By Trust (Daughter) (4)
Class A Common Stock	12/26/2014	Â	G	242	A	\$ 0 (1)	5,640	I	By Trust/Son
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,116	I	By Assoc II
Class A Common Stock	Â	Â	Â	Â	Â	Â	6	I	By GP <u>(6)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	39,461	I	By Assoc II/Spouse (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	22,385	I	By Spouse (RA4) (8)
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,975	I	By Spouse/RMI (Delaware) (7)
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,141	I	By Assoc II/Son (9)
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,141	I	By Assoc II/Daughter (9)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2		(Instr.
	Derivative				Securities			
	Security				Acquired			
					(A) or			
					Disposed			

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of (D) (Instr. 3, 4, and 5) (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Class B Class A Â Â Â Common Â \hat{A} \hat{A} \hat{A} \hat{A} \hat{A} (1) Common 50,000 Stock Stock Class B Class A Â Â Â \hat{A} \hat{A} \hat{A} $\frac{(1)}{(1)}$ Common Â (1) Common 5,143 Stock Stock Class B Class A Â Â Â Â Common Â \hat{A} \hat{A} \hat{A} \hat{A} $\underline{(1)}$ (1) Common 5,143 Stock Stock Class B Class A Â Â Â \hat{A} \hat{A} \hat{A} \hat{A} $\underline{(1)}$ (1) Common Â Common 5,143 Stock Stock Class B Class A Common $\$ 0 \frac{(1)}{}$ Â Â Â \hat{A} \hat{A} \hat{A} \hat{A} $\underline{(1)}$ \hat{A} $\underline{(1)}$ 19 Â Common Stock Stock Class B Class A Â Â Â Â \hat{A} \hat{A} \hat{A} \hat{A} $\frac{(1)}{(1)}$ $\hat{\mathbf{A}}$ $\underline{(1)}$ Common $\$ 0 \frac{(1)}{}$ Common 62,670 Stock Stock Class B Class A Â Â Â Â \hat{A} \hat{A} \hat{A} \hat{A} $\underline{(1)}$ (1) Common $\$ 0 \stackrel{(1)}{=}$ Common 20,312 Stock Stock

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Class B Common $\$ 0 \stackrel{(1)}{=} \hat{A}$ \hat{A} \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RANKIN CHLOE O NACCO INDUSTRIES, INC. 5875 LANDERBROOK DRIVE, STE. 220 MAYFIELD HEIGHTS, OHÂ 44124

Â Â Member of a Group

Signatures

/s/ Jesse L. Adkins, attorney-in-fact

02/17/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) N/A
- (2) Reporting Person's spouse serves as Trustee of a Trust for the benefit of Claiborne R. Rankin. Reporting Person disclaims beneficial ownership of all such shares.
- (3) Reporting Person serves as Trustee of a Trust for the benefit of Chloe O. Rankin.
- (4) Held by Trust. Reporting Person's spouse is Co-Trustee for the benefit of Reporting Person's child. Reporting Person disclaims beneficial ownership of all such shares.
- (5) Represents the Reporting Person's proportionate limited partnership interests in shares held by Rankin Associates II, L.P.-----
- GP. Represents the Reporting Person's spouse's proportionate limited partnership interest in shares of Rankin Associates IV, L.P. held by the Trust for the benefit of Reporting Person's spouse, as general partner. Reporting Person disclaims beneficially ownership of all such
- (7) Represents the Reporting Person's spouse's proportionate interest in shares held by Rankin Management, Inc. ("RMI). Reporting Person disclaims beneficial ownership of all such shares.
- (8) Represents the Reporting Person's proportionate limited partnership interest in shares held by Rankin Associates IV, L.P. Reporting Person disclaims beneficial ownership of all such shares.
- Represents the Reporting Person's child's proportionate limited partnership interest in shares held by Rankin Associates II, L.P. which is held in a trust for the benefit of the child. Reporting Person's Spouse is the co-trustee of the Trust. Reporting Person disclaims beneficial ownership of all such shares.
- (10) Represents the Reporting Person's spouse proportionate limited partnership interest in shares held by Rankin Associates I, L.P. Reporting Person disclaims beneficial ownership of all such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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